



210 N. Park Ave.
Winter Park, FL
32789

P.O. Drawer 200
Winter Park, FL
32790-0200

Tel: 407-740-8575
Fax: 407-740-0613
tmi@tminc.com

REC'D TN
REGULATORY / ~~VIA~~ **Overnight Delivery**

August 5, 1999

'99 AUG 10 PM 2 27

OFFICE OF THE
EXECUTIVE SECRETARY

Ms. Debra Webb
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37219-0412

Re: Replacement Rate Sheet for **Direct American Marketers, Inc. d/b/a Direct One** to Reflect Corporate Name Change to **Direct One, Inc.** filed on August 6, 1999

Dear Ms. Webb:

99-00576

Pursuant to your telephone call to our office, enclosed are the thirteen (13) copies to go with the Filing sent to you on August 6, 1999. We apologize that the filing did not convey the correct number of copies.

Please acknowledge receipt of this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

If any questions arise regarding this filing, please do not hesitate to call me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Direct One, Inc.

Enclosures

TMF/sbm

cc: Anthony C. Brown - Direct One, Inc.
file: Direct One - TN
tms: TNi9901a



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Tennessee Public Service Commission
460 James Robertson Parkway
Nashville, TN 37219-0412

August 5, 1999
Via Overnight Delivery

RECEIVED
ADMINISTRATIVE

AUG 06 1999

99-00576

TN REGULATORY AUTHORITY

JR

**Re: Replacement Rate Sheet for Direct American Marketers, Inc. d/b/a
Direct One to Reflect Corporate Name Change to Direct One, Inc.**

Dear Sir or Madame:

Enclosed for filing is the above-referenced replacement rate sheet of Direct American Marketers, Inc. to reflect a recent change in their corporate name to Direct One, Inc. A copy of the Company's *Application for Amended Certificate of Authority* filed on June 22, 1999, is attached.

Also enclosed please find our check in the amount of \$25.00 to cover the filing fee.

Please acknowledge receipt of this filing by returning, date-stamped, the extra copy of this cover letter in the self-addressed, stamped envelope enclosed for this purpose.

If any questions arise regarding this filing, please do not hesitate to call me at (407) 740-8575. Thank you for your assistance.

Sincerely,

Thomas M. Forte
Consultant to Direct One, Inc.

Enclosures

TMF/sbm

cc: Anthony C. Brown - Direct One, Inc.
file: Direct One - TN
tms: TNi9901

check #
23804

Secretary of State

Corporations Section

James K. Polk Building, Suite 1800

Nashville, Tennessee 37243-0306

DATE: 06/22/99

REQUEST NUMBER: 3701-0556

TELEPHONE CONTACT: (615) 741-2286

FILE DATE/TIME: 06/22/99 1118

EFFECTIVE DATE/TIME: 06/22/99 1118

CONTROL NUMBER: 0365404

O:

DIRECT ONE, INC

820 E FIRST ST

SUITE 440

ANTANA, CA 92705

E:

DIRECT ONE, INC.

APPLICATION FOR AMENDED CERTIFICATE OF

AUTHORITY - FOR PROFIT

HIS WILL ACKNOWLEDGE THE FILING OF THE ATTACHED DOCUMENT WITH AN
EFFECTIVE DATE AS INDICATED ABOVE.

WHEN CORRESPONDING WITH THIS OFFICE OR SUBMITTING DOCUMENTS FOR
FILING, PLEASE REFER TO THE CORPORATION CONTROL NUMBER GIVEN ABOVE.

FROM: APPLICATION FOR AMENDED CERTIFICATE OF
AUTHORITY - FOR PROFIT

ON DATE: 06/22/99

FROM:

THE CORPORATION SYSTEM (LOS ANGELES, CA)

18 W. SEVENTH ST.

SECOND FLOOR

LOS ANGELES, CA 90017-0000

RECEIVED:

FEES

\$20.00

\$0.00

TOTAL PAYMENT RECEIVED:

\$20.00

RECEIPT NUMBER: 00002512511

ACCOUNT NUMBER: 00000000



Riley C. Darnell

RILEY C. DARNELL
SECRETARY OF STATE

2. The state or country under whose law it is incorporated is California

3. The date of its incorporation is June 5, 1986 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

1820 E. First Street, Suite 440, Santa Ana, California 92705

Street	City	State/Country	Zip Code
--------	------	---------------	----------

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is c/o C T Corporation System, 530 Gay Street, Knoxville, Tennessee, County of Knox 37902

Street	City/State	County	Zip Code
--------	------------	--------	----------

The name of its registered agent at that office is C T Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)

See attached list of officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)

See attached list of directors

8. The corporation is a corporation for profit.

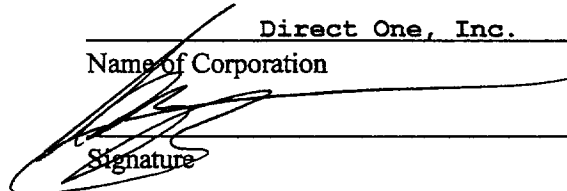
9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is N/A, 19____ (date), _____ (time).

[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.]

June 11, 1999
Signature Date

President
Signer's Capacity

Direct One, Inc.
Name of Corporation

Signature
Anthony C. Brown
Name (typed or printed)

RECEIVED
SECRETARY OF STATEDIRECT ONE, INC.
Officer and Directors
June 10, 1999

99 JUN 22 AM 11:18

RILEY DARNELL
SECRETARY OF STATE**Officers:**

Anthony C. Brown	President CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-50-7663
------------------	------------------	--	---	-------------

Directors:

Anthony C. Brown	Chairman CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-50-7663
Reta Fishman	Other Director CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	7 Ridgeline Drive Newport Beach, CA 92660	365-32-9734

RECEIVED
SECRETARY OF STATE

99 JUN 22 AM 11:18

RILEY CARROLL
SECRETARY OF STATE

DIRECT ONE, INC.
Officer and Directors
June 10, 1999

Officers:

Anthony C. Brown	President CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-50-7663
------------------	------------------	--	---	-------------

Directors:

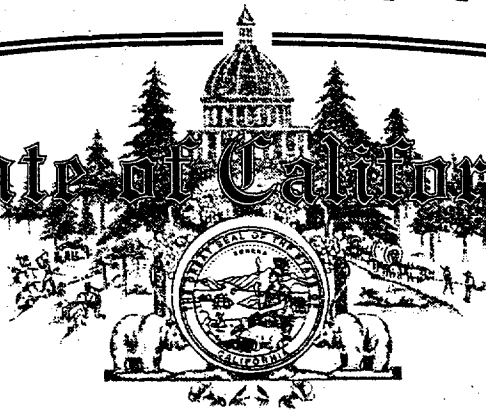
Anthony C. Brown	Chairman CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	26 Rue Grand Ducal Newport Beach, CA 92660	559-50-7663
Reta Fishman	Other Director CEO	1820 E. First Street Suite 440 Santa Ana, CA 92705	7 Ridgeline Drive Newport Beach, CA 92660	365-32-9734

RECEIVED
SECRETARY OF

99 JUN 22 AM 11:18

RILEY DANKWELL
SECRETARY OF STATE

State of California



SECRETARY OF STATE

CERTIFICATE OF STATUS
DOMESTIC CORPORATION

I, **BILL JONES**, Secretary of State of the State of California, hereby certify:

That on the 5th day of June, 19 86,

DIRECT ONE, INC.

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

June 17, 1999



Bill Jones

Secretary of State

RECEIVED FOR AMENDED CERTIFICATE OF AUTHORITY
RECEIVED

69 JUN 22 11:11:10 DIRECT, American Healthcare, Inc.
To the Secretary of State of the State of Tennessee:

Pursuant to the provisions of Section 48-25-104 of the Tennessee Business Corporation Act, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Tennessee, and for that purpose sets forth:

1. The name of the corporation is Direct One, Inc.

If different, the name under which the certificate of authority is to be obtained is _____

2. The state or country under whose law it is incorporated is California

3. The date of its incorporation is June 5, 1986 (must be month, day, and year), and the period of duration, if other than perpetual, is _____

4. The complete street address (including zip code) of its principal office is _____

1820 E. River Street, Suite 440, Santa Ana, California 92705
Street City State/County Zip Code

5. The complete street address (including the county and the zip code) of its registered office in Tennessee is
c/o C T Corporation System, 130 Gay Street, Knoxville, Tennessee, County of Knox 37902
Street City/State County Zip Code

The name of its registered agent at that office is C. T. Corporation System

6. The names and complete business addresses (including zip code) of its current officers are: (Attach separate sheet if necessary.)
See attached list of officers

7. The names and complete business addresses (including zip code) of its current board of directors are: (Attach separate sheet if necessary.)
See attached list of directors

8. The corporation is a corporation for profit.

9. If the document is not to be effective upon filing by the Secretary of State, the delayed effective date/time is
N/A (date) 19 (time)
[NOTE: A delayed effective date shall not be later than the 90th day after the date this document is filed by the Secretary of State.]

[NOTE: This application must be accompanied by a certificate of existence (or a document of similar import) duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose law it is incorporated. The certificate shall not bear a date of more than one (1) month prior to the date the application is successfully filed in Tennessee.]

June 11, 1999 Signature Date
Anthony G. Bevan Name of Corporation
President Signature
Signature Director One, Inc.

Signer's Capacity

Anthony G. Bevan
Name (typed or printed)

Cancels Direct American Marketers, Inc. d/b/a Direct One Tennessee Rate Sheet No. 1

DESCRIPTION OF SERVICE AND RATES

3.1 General

Direct One provides direct dialed one plus, toll free inbound, and travel card services for communications originating and terminating within the State of Tennessee under terms of this tariff.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TN19901

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.2 Timing of Calls

- 3.2.1** Timing for all calls begins when the called party answers the call (i.e. when two way communications are established.) Answer detection is based on standard industry answer detection methods, including hardware and software answer detection.
- 3.2.2** Chargeable time for all calls ends when either one of the parties disconnects from the call.
- 3.2.3** The minimum call duration and additional billing increments are specified on a per product basis in this section of the tariff.
- 3.2.4** The company will not bill for incomplete calls.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.3 Rate Periods

Unless otherwise indicated elsewhere in this tariff, all usage-based rates are subject to the following time-of-day, day-of-week, and holiday rate periods:

- 3.3.1** Switched service products will be provided on a flat rate basis with no time-of-day, day-of-week or holiday rate periods.
- 3.3.2** Dedicated service products will be provided on a Day and Non-Day basis. The Day Rate period is defined as Monday through Friday 8:00 AM to, but not including 5:00 PM. The Non-Day rate period is defined as any other time of the week not covered by the Day Rate period.

3.4 Special Access Channels

Special access channels (ie: dedicated facilities), if utilized, are provided and billed to the Customer by the local exchange telephone company. Charges for the special access channel are determined by the local access provider and the Customer is responsible for payment of these charges to the local exchange telephone company. Direct One will, at the Customer's request, act on behalf of the Customer in the ordering and installation of the special access channel with the access provider. The Company may also request the access provider to bill them for the account, in the name of the Customer. If this option is utilized, the Company will pass the charges, including a billing service fee, through to the Customer.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TN19901

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.5 Calculation of Distance**

Usage charges for all mileage sensitive products are based on the airline distance between serving wire centers associated with the originating and terminating points of the call.

The serving wire centers of a call are determined by the area codes and exchanges of the origination and destination points.

The distance between the Wire Center of the Customer's equipment and that of the destination point is calculated by using the "V" and "H" coordinates found in BellCore's V&H Tape and NECA FCC Tariff No. 4.

- Step 1 - Obtain the "V" and "H" coordinates for the Wire Centers serving the Customer and the destination point.
- Step 2 - Obtain the difference between the "V" coordinates of each of the Wire Centers. Obtain the Difference between the "H" coordinates.
- Step 3 - Square the differences obtained in Step 2.
- Step 4 - Add the squares of the "V" difference and "H" difference obtained in Step 3.
- Step 5 - Divide the sum of the square obtained in Step 4 by ten (10). Round to the next higher whole number if any fraction results from the division.
- Step 6 - Obtain the square root of the whole number obtained in Step 5. Round to the next higher whole number if any fraction is obtained. This is the distance between the Wire Centers.

Formula:

$$\sqrt{\frac{(V_1 - V_2)^2 + (H_1 - H_2)^2}{10}}$$

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNI9901

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.6 Quality and Grade of Service Offered

Minimum Call Completion Rate - Customers can expect a call completion rate of not less than 90% during peak use periods. The call completion rate is calculated as the number of calls completed (including calls completed to a busy line or to a line which remains unanswered by the called party) divided by the number of calls attempted.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.7 Direct One Casual Calling Service**

Direct One Travel Service allows Customers to place calls through the Direct One network via a toll free (800/888/877) or casual calling (101xxxx) code. Calls are billed in one (1) minute increments with an initial period, for billing purposes, of one (1) minute. All calls are billed in arrears and are billed to a preauthorized nationally recognized credit card provided by the Customer at the time of subscription to the Direct One service. Customers choose the flat rate pricing, as described in 3.7.2 below, for there preauthorized limit.

3.7.1 Per Minute Rates **\$0.089**

3.7.2 Flat Rate Monthly Fee

Customers can choose from one of the pricing options below for the preauthorization limit for the casual calling service:

Plan A	\$10.00
Plan B	\$15.00
Plan C	\$19.00
Plan D	\$27.50
Plan E	\$29.00
Plan F	\$50.00

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TN9901

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)**3.8 Direct One Travel Card Services**

Direct One Travel Card Service allows the Customer to place calls within the Mainland United States while away from the home or office. The Customer must dial an toll free (800/888/877) number and a special access code before completing the call. Calls are billed in one (1) minute increments with an initial calling period of one (1) minute.

3.8.1 Flat Rate Travel Card Service

Per Call Surcharge	\$0.30
Per Minute Rate	\$0.30

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNi9901

SECTION 3 - DESCRIPTION OF SERVICE AND RATES, (CONT'D.)

3.9 [Reserved for Future Use]

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNI9901

SECTION 4 - MISCELLANEOUS

4.1 General

Each Customer is charged individually for each call placed through the Company. Charges will vary by service offering, class of call, time of day, day of week, class of call and/or call duration.

4.2 Late Payment Charge

The company will charge a one-time 1.5% late payment fee on all invoices not paid by the due date identified on the Company bill.

4.3 Return Check Charge

The Company will assess a return check charge of up to \$20.00 or 5% of the amount of the check, whichever is greater, whenever a check or draft presented for payment of service is not accepted by the institution on which it is written. This charge applies each time a check is returned to the Company by a bank for insufficient funds.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNI9901

SECTION 5 - PROMOTIONS

5.1 Promotions - General

From time to time the Company shall, at its option, promote subscription or stimulate network usage by offering to waive some of all of the nonrecurring or recurring charges for the Customer (if eligible) of target services for a limited duration, not to exceed 90 days, or by offering premiums or refunds of equivalent value. Such promotions shall be made available to all similarly situated Customers in the target market area. All promotions will be filed with and approved by the Commission prior to offering them to Customers.

5.2 Demonstration of Calls

From time to time the Company shall demonstrate service by providing free test calls of up to four minutes duration over its network.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNI9901

SECTION 6 - CONTRACT SERVICES**6.1 General**

At the option of the Company, service may be offered on a contract basis to meet specialized requirements of the Customer not contemplated in this tariff. The terms of each contract shall be mutually agreed upon between the Customer and Company and may include discounts off of rates contained herein, waiver of recurring or nonrecurring charges, charges for specially designed and constructed services not contained in the Company's general service offerings, or other customized features. The terms of the contract may be based partially or completely on the term and volume commitment, type of originating or terminating access, mixture of services or other distinguishing features. Service shall be available to all similarly situated Customers for six months after the initial offering to the first contract Customer for any given set of terms.

Issued: August 6, 1999

Issued by:

Mr. Anthony C. Brown, President
1829 East First Street, Suite 440
Santa Ana, California 92705

TNI9901